

Edgar Filing: WAYCASTER C MITCHELL - Form 5

WAYCASTER C MITCHELL

Form 5

February 14, 2003

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

() Check this box if
no longer subject to
Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b)

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() Form 3 Holdings Reported

() Form 4 Transactions Reported

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section
17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the
Investment Company Act of 1940

=====

1. Name and Address of Reporting Person*

C. Mitchell Waycaster
2808 St Andrews Drive
Belden, MS 38826

2. Issuer Name and Ticker or Trading Symbol

Peoples Holding Company (PHC)

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

428-11-2962

4. Statement for Month/Day/Year

December 31, 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner
(X) Officer (give title below) () Other (specify below)

Executive Vice President

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person
() Form filed by More than One Reporting Person

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Table I - - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr.3)	2. Transaction Date (Mo/Dy/Yr)	2a. Deemed Execution Date, if any (Mo/Dy/Yr)	3. Transaction Code (Instr.8)	3A. Deemed Execution Date, if any (M/D/Y)	4. Securities Acquired (A) or Disposed of (D) (Instr.3,4 and 5)	5. Amount of Securities Beneficially Owned (s) (and
					(A) or (D)	Price

Common Stock

3,54

(1) Prior to December 31, 2001, the reporting person had acquired 3,366.58 shares of the Company ESOP Plan. The end of period holdings have been adjusted to reflect shares allocated during

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Over)
SEC 1474 (9-02)

FORM 5 (Continued)

TABLE II - - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr.3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (M/D/Y)	3A. Deemed Execution Date, if any (M/D/Y)	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired, Disposed of (D) and
					(A)

Phantom Stock

Employee Stock Option (Right to buy)

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7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at end of Year (Instr.4)	10. Ownership of Derivative Security Direct (D) Indirect (Instr.4)
Title	Amount or Number of Shares			
			33.77	D
			3,500.00	D

Explanation of Responses:

/s/ C. Mitchell Waycaster

February 14, 2003

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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